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GOOGLE INC.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

GOOGLE INC., a Delaware corporation, Plaintiff, v. AFFINITY ENGINES, INC., a Delaware corporation, Defendant.	CASE NO.: C-05-00598 JW (HRL) **DECLARATION OF DAVID H. KRAMER IN SUPPORT OF PLAINTIFF GOOGLE INC.'S OPPOSITION TO DEFENDANT AFFINITY ENGINES, INC.'S MOTION FOR FURTHER CASE MANAGEMENT CONFERENCE RE: SCOPE OF BRIN AND PAGE DEPOSITIONS** Date: December 5, 2005 Time: 9:00 a.m. Judge: Honorable James Ware Courtroom: 8, 4th Floor

I, David H. Kramer, declare as follows:

1. I am an attorney at law duly licensed to practice in the State of California and before this Court. I am a member of Wilson Sonsini Goodrich & Rosati, counsel for Plaintiff Google Inc. ("Google"). I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. On September 26, 2005 I appeared at a Case Management Conference ("CMC") for this matter. The CMC was conducted in Chambers. Hopkins Guy appeared for Affinity Engines, Inc. ("AEI"). At the CMC, which lasted approximately thirty-five minutes, the parties' counsel debated the appropriate scope of a partial motion for summary judgment to be filed by Google in this case. The discussion focused, in particular on Google's desire to seek partial summary judgment with respect to its ownership of the copyrighted work created by its employee, Orkut Buyukkokten. When the Court concluded that that motion would be heard, AEI's counsel requested the opportunity to depose Google's co-presidents on issues he claimed related to Google's motion. I responded by describing the extended proceedings that took place in a parallel state court action between the parties in which AEI sought to depose Messrs. Page and Brin, and had their request significantly limited. A copy of the state court's protective order arising from those proceedings is attached hereto as Exhibit A. I suggested that AEI was seeking an "end-run" around that protective order.

3. Following the CMC, the Court ordered AEI to specify the "copyright factual issues" on which it believed it needed to depose Page and Brin. Recognizing that the parties might disagree as to the propriety of the issues identified, the Court set a further CMC for at which any disputes over the scope of the depositions would be addressed. A copy of the Court's September 29, 2005 Order is attached hereto as Exhibit C.

4. In the wake of that Order, AEI failed to identify the specific copyright factual issues on which it sought to depose Google's co-presidents. Instead, it wrote to Google stating only that it wished to depose them on unidentified "copyright factual issues." A copy of that letter is attached hereto as Exhibit D.

5. Because the parties had not agreed on the proper scope of the depositions of Messrs. Page and Brin, Mr. Guy and I appeared before the Court for another CMC on October 17, 2005. That CMC, again conducted in Chambers, lasted approximately half an hour, and was devoted in large part to identifying the specific issues on which AEI could proceed with depositions of Messrs. Page and Brin. Both during the CMC and in its subsequent Order (a copy of which is attached hereto as Exhibit E), the Court concluded that AEI's deposition of Messrs. Page and Brin would be limited to the specific issue of an alleged "meeting" between Page, Brin and Buyukkokten before Buyukkokten started his employment with Google,. Shortly thereafter, Google offered to make its executives available for that deposition in a letter attached hereto as Exhibit F.

6. Attached hereto as Exhibit B is true and correct copy of a September 29, 2005 Order of the Superior Court of California in the parallel state proceeding between the parties. The Order grants Google's motion to enforce the state court's prior protective order in the face of AEI's attempt to circumvent it.

7. Attached hereto as Exhibit G is a true and correct copy of the Declaration of Kim Cooper regarding Messrs. Page and Brin that filed in the parallel state court proceeding.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on November 14, 2005 at Palo Alto, California.

/s/ David H. Kramer
David H. Kramer

CERTIFICATION

I, Michael A. Berta, am the ECF User whose identification and password are being used to file this **DECLARATION OF DAVID H. KRAMER IN SUPPORT OF PLAINTIFF GOOGLE INC.'S OPPOSITION TO DEFENDANT AFFINITY ENGINES, INC.'S MOTION FOR FURTHER CASE MANAGEMENT CONFERENCE RE: SCOPE OF BRIN AND PAGE DEPOSITIONS**. In compliance with General Order 45.X.B, I hereby attest that David H. Kramer has concurred in this filing.

DATED: November 14, 2005

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: /s/ Michael A. Berta
Michael A. Berta
Attorneys for Google Inc.